

Regulation 31
INSURANCE HOLDING COMPANY SYSTEMS MODEL
REGULATION WITH REPORTING FORMS AND
INSTRUCTIONS

Effective March 20, 1992

§ 1. Authority

These regulations are promulgated pursuant to the authority granted by the APA, R.S. 49:950 et seq., R.S. 22:1009 and Act 794 of the 1991 Regular Legislative Session.

§ 2. Purpose

The purposes of these regulations are: to set forth rules and procedural requirements which the commissioner deems necessary to carry out the provisions of Act 794 of the 1991 Regular Legislative Session to be comprised of R.S. 22:1001-1014 of the Insurance Code hereinafter referred to as "the Act." The information called for by these regulations is hereby declared to be necessary and appropriate in the public interest and for the protection of the policyholders in this state.

§ 3. Severability clause

If any provision of these regulations, or the application thereof to any person or circumstance, is held invalid, such determination shall not affect other provisions or applications of these regulations which can be given effect without the invalid provision or application, and to that end the provisions of these regulations are severable.

§ 4. Definitions

(a) *Executive officer* — chief executive officer, chief operating officer, chief financial officer, treasurer, secretary, controller, and any other individual performing functions corresponding to those performed by the foregoing officers under whatever title.

(b) *Foreign insurer* shall include an alien insurer except where clearly noted otherwise.

(c) *Ultimate controlling person* — that person which is not controlled by any other person.

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(d) Unless the context otherwise requires, other terms found in these regulations and in § 1002 of the Act are used as defined in the said § 1002. Other nomenclature or terminology is according to the Insurance Code, or industry usage if not defined by the Code.

§ 5. Subsidiaries of domestic insurers

The authority to invest in subsidiaries under § 1003B of the Act is in addition to any authority to invest in subsidiaries which may be contained in any other provision of the Insurance Code.

§ 6. Acquisition of control – Statement filing

A person required to file a statement pursuant to § 1004 of the Act shall furnish the required information on Form A, hereby made a part of this regulation.

§ 7. Amendments to Form A

The applicant shall promptly advise the commissioner of any changes in the information so furnished on Form A arising subsequent to the date upon which such information was furnished but prior to the commissioner's disposition of the application.

§ 8. Acquisition of § 1004A(1)(2) insurers

(a) If the person being acquired is deemed to be a "domestic insurer" solely because of the provisions of § 1004A(1)(2) of the Act, the name of the domestic insurer on the cover page should be indicated as follows:

"ABC Insurance Company, a subsidiary of XYZ Holding Company."

(b) Where a § 1004A(1)(2) insurer is being acquired, references to "the insurer" contained in Form A shall refer to both the domestic subsidiary insurer and the person being acquired.

§ 9. Annual registration of insurers – Statement filing

An insurer required to file an annual registration statement pursuant to § 1005 of the Act shall furnish the required information on Form B, hereby made a part of these regulations.

§ 10. Summary of registration – Statement filing

An insurer required to file an annual registration statement pursuant

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to § 1005 of the Act is also required to furnish information required on Form C, hereby made a part of these regulations. An insurer shall file a copy of Form C in each state in which the insurer is authorized to do business if requested by the commissioner of that state.

§ 11. Amendments to Form B

(a) An amendment to Form B shall be filed within 15 days after the end of any month in which there is a material change to the information provided in the annual registration statement.

(b) Amendments shall be filed in the Form B format with only those items which are being amended reported. Each such amendment shall include at the top of the cover page "Amendment No. (insert number) to Form B for (insert year)" and shall indicate the date of the change and not the date of the original filings.

§ 12. Alternative and consolidated registrations

(a) Any authorized insurer may file a registration statement on behalf of any affiliated insurer or insurers which are required to register under § 1005I of the Act. A registration statement may include information not required by the Act regarding any insurer in the insurance holding company system even if such insurer is not authorized to do business in this state. In lieu of filing a registration statement on Form B, the authorized insurer may file a copy of the registration statement or similar report which it is required to file in its state of domicile, provided:

(1) the statement or report contains substantially similar information required to be furnished on Form B; and

(2) the filing insurer is the principal insurance company in the insurance holding company system.

(b) The question of whether the filing insurer is the principal insurance company in the insurance holding company system is a question of fact and an insurer filing a registration statement or report in lieu of Form B on behalf of an affiliated insurer, shall set forth a brief statement of facts which will substantiate the filing insurer's claim that it, in fact, is the principal insurer in the insurer holding company system.

(c) With the prior approval of the commissioner, an unauthorized insurer may follow any of the procedures which could be done by an authorized insurer under Paragraph (a) above.

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(d) Any insurer may take advantage of the provisions of § 1005H or 1005I of the Act without obtaining the prior approval of the commissioner. The commissioner, however, reserves the right to require individual filings if he deems such filings necessary in the interest of clarity, ease of administration or the public good.

§ 13. Disclaimers and termination of registration

(a) A disclaimer of affiliation or a request for termination of registration claiming that a person does not, or will not upon the taking of some proposed action, control another person (hereinafter referred to as the "subject") shall contain the following information:

(1) the number of authorized, issued and outstanding voting securities of the subject;

(2) with respect to the person whose control is denied and all affiliates of such person, the number and percentage of shares of the subject's voting securities which are held of record or known to be beneficially owned, and the number of such shares concerning which there is a right to acquire, directly or indirectly;

(3) all material relationships and bases for affiliation between the subject and the person whose control is denied and all affiliates of such person;

(4) a statement explaining why such person should not be considered to control the subject.

(b) A request for termination of registration shall be deemed to have been granted unless the commissioner, within 30 days after he receives the request, notifies the registrant otherwise.

§ 14. Extraordinary dividends and other distributions

(a) Requests for approval of extraordinary dividends or any other extraordinary distribution to shareholders shall include the following:

(1) the amount of the proposed dividend;

(2) the date established for payment of the dividend;

(3) a statement as to whether the dividend is to be in cash or other property and, if in property, a description thereof, its cost, and its fair market value together with an explanation of the basis for valuation;

(4) a copy of the calculations determining that the proposed dividend

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is extraordinary. The work paper shall include the following information:

(i) the amounts, dates and form of payment of all dividends or distributions (including regular dividends but excluding distributions of the insurer's own securities) paid within the period of 12 consecutive months ending on the date fixed for payment of the proposed dividend for which approval is sought and commencing on the day after the same day of the same on the in the last preceding year;

(ii) surplus as regards policyholders (total capital and surplus) as of the thirty-first day of December next preceding;

(iii) if the insurer is a life insurer, the net gain from operation for the 12-month period ending the thirty-first day of December next preceding;

(iv) if the insurer is not a life insurer, the net income less realized capital gains for the 12-month period ending the thirty-first day of December next preceding and the two preceding 12-month periods; and

(v) if the insurer is not a life insurer, the dividends paid to stockholders excluding distributions of the insurer's own securities in the preceding two calendar years.

(5) A balance sheet and statement of income for the period intervening from the last annual statement filed with the commissioner and the end of the month preceding the month in which the request for dividend approval is submitted; and

(6) A brief statement as to the effect of the proposed dividend upon the insurer's surplus and the reasonableness of surplus in relation to the insurer's outstanding liabilities and the adequacy of surplus relative to the insurer's financial needs.

§ 15. Adequacy of surplus

The factors set forth in § 1006C of the Act are not intended to be an exhaustive list. In determining the adequacy and the reasonableness of an insurer's surplus no single factor is necessarily controlling. The commissioner, instead, will consider the net effect of all of these factors plus other factors bearing on the financial condition of the insurer.

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FORMS A, B, AND C

INSTRUCTIONS

1. General Requirements

(a) Forms A, B, and C are intended to be guides in the preparation of the statements required by §§ 1004 and 1005 of this Act. They are not intended to be blank forms which are to be filled in. These statements filed shall contain the numbers and captions of all items, but the text of the items may be omitted provided the answers thereto are prepared in such a manner as to indicate clearly the scope and coverage of the items. All instructions, whether appearing under the items of the form or elsewhere therein, are to be omitted. Unless expressly provided otherwise, if any item is inapplicable or the answer thereto is in the negative, an appropriate statement to that effect shall be made.

(b) A complete copy of each statement including exhibits and all other papers and documents filed as a part thereof, shall be filed with the commissioner by U.S. Mail, or as provided by Rule 12, addressed to: Insurance Commissioner of the State of Louisiana, Box 94214, Baton Rouge, LA 70804-9214, Attention: Chief Examiner. A copy of Form C shall be filed in each state in which an insurer is authorized to do business, if the commissioner of that state has notified the insurer of its request in writing, in which case the insurer has 30 days from receipt of the notice to file such form. At least one of the copies shall be manually signed in the manner prescribed on the form. Unsigned copies shall be conformed. If the signature of any person is affixed pursuant to a power of attorney or other similar authority, a copy of such power of attorney or other authority shall also be filed with the statement.

(c) Statements should be prepared on paper 8 1/2" x 11" in size and preferably bound at the top or the top left-hand corner. Exhibits and financial statements, unless specifically prepared for the filing, may be submitted in their original size. All copies of any statement, financial statements, or exhibits shall be clear, easily readable and suitable for photocopying. Debits in credit categories and credits in debit categories shall be designated so as to be clearly distinguishable as such on photocopies. Statements shall be in the English language and monetary values shall be stated in United States currency. If any exhibit or other paper or document filed with the statement is in a foreign language, it shall be accompanied by a translation into the English language and any monetary value shown in a foreign currency normally shall be converted into United States currency.

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2. Forms – Incorporation by Reference, Summaries and Omissions

(a) Information required by an item of Form A or Form B may be incorporated by reference in answer or partial answer to any other item. Information contained in any financial statement, annual report, proxy statement, statement filed with a governmental authority, or any other document may be incorporated by reference in answer or partial answer to any item of Form A or Form B provided such document or paper is filed as an exhibit to the statement. Excerpts of documents may be filed as exhibits if the documents are extensive. Documents currently on file with the commissioner which were filed within three years need not be attached as exhibits. References to information contained in exhibits or in documents already on file shall clearly identify the material and shall specifically indicate that such material is to be incorporated by reference in answer to the item. Matter shall not be incorporated by reference in any case where such incorporation would render the statement incomplete, unclear or confusing.

(b) Where an item requires a summary or outline of the provisions of any document, only a brief statement shall be made as to the pertinent provisions of the document. In addition to such statement, the summary or outline may incorporate by reference particular parts of any exhibit or document currently on file with commissioner which was filed within three years and may be qualified in its entirety by such reference. In any case where two or more documents required to be filed as exhibits are substantially identical in all material respects except as to the parties thereto, the dates of execution, or other details, a copy of only one of such documents need be filed with a schedule identifying the omitted documents and setting forth the material details in which such documents differ from the documents a copy of which is filed.

3. Forms – Information Unknown or Unavailable and Extension of time to Furnish

(a) Information required need be given only insofar as it is known or reasonably available to the person filing the statement. If any required information is unknown and not reasonably available to the person filing, either because the obtaining thereof would involve unreasonable effort or expense, or because it rests peculiarly within the knowledge of another person not affiliated with the person filing, the information may be omitted, subject to the following conditions.

(1) The person filing shall give such information on the subject as it

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possesses or can acquire without unreasonable effort or expense, together with the sources thereof; and

(2) the person filing shall include a statement either showing that unreasonable effort or expense would be involved or indicating the absence of any affiliation with the person within whose knowledge the information rests and stating the result of a request made to such person for the information.

(b) If it is impractical to furnish any required information, document or report at the time it is required to be filed, there may be filed with the commissioner as a separate document:

(1) identifying the information, document or report in question;

(2) stating why the filing thereof at the time required is impractical; and

(3) requesting an extension of time for filing the information, document or report to a specified date. The request for extension shall be deemed granted unless the commissioner within 60 days after receipt thereof enters an order denying the request.

4. Forms — Additional Information and Exhibits

In addition to the information expressly required to be included in Form A, Form B, and Form C, there shall be added such further material information, if any, as may be necessary to make the information contained therein not misleading. The person filing may also file such exhibits as it may desire in addition to those expressly required by the statement. Such exhibits shall be so marked as to indicate clearly the subject matters to which they refer. Changes to forms A, B, or C shall include on the top of the cover page the phrase: "Change No. (insert number) to" and shall indicate the date of the change and not the date of the original filing.

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FORM A

STATEMENT REGARDING THE
ACQUISITION OF CONTROL OF OR MERGER WITH A
DOMESTIC INSURER

Name of Domestic Insurer

BY _____ :

Name of Acquiring Person (Applicant)

Filed with the Insurance Department of _____

(State of domicile of insurer being acquired)

Dated: _____, 19 ____

Name, title, address and telephone number of individual to whom
notices and correspondence concerning this statement should be ad-
dressed:

Item 1. Insurer and Method of Acquisition

State the name and address of the domestic insurer to which this
application relates and a brief description of how control is to be ac-
quired.

Item 2. Identity and Background of the Applicant

(a) State the name and address of the applicant seeking to acquire
control over the insurer.

(b) If the applicant is not an individual, state the nature of its busi-
ness operations for the past five years or for such lesser period as such
person and any predecessors thereof shall have been in existence. Pro-
vide a brief but informative description of the business intended to be
done by the applicant and the applicant's subsidiaries.

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(c) Furnish a chart or listing clearly presenting the identities of the interrelationships among the applicant and all affiliates of the applicant. No affiliate need be identified if its total assets are equal to less than half of one percent of the total assets of the ultimate controlling person affiliated with the applicant. Indicate in such chart or listing the percentage of voting securities of each such person which is owned or controlled by the applicant or by any other such person. If control of any person is maintained other than by the ownership or control of voting securities, indicate the basis of such control. As to each person specified in such chart or listing indicate the type of organization (e.g., corporation, trust, partnership) and the state or other jurisdiction of domicile. If court proceedings involving a reorganization or liquidation are pending with respect to any such person, indicate which person, and set forth the title of the court, nature of proceedings and the date when commenced.

Item 3. Identity and Background of Individuals Associated with the Applicant

State the following with respect to (1) the applicant if (s)he is an individual or (2) all persons who are directors, executive officers or owners of 10 percent or more of the voting securities of the applicant if the applicant is not an individual.

(a) Name and business address;

(b) Present principal business activity, occupation or employment including position and office held and the name, principal business and address of any corporation or other organization in which such employment is carried on;

(c) Material occupations, positions, offices or employment during the last five years, giving the starting and ending dates of each and the name, principal business and address of any business corporation or other organization in which each such occupation, position, office or employment was carried on; if any such occupation, position, office or employment required licensing by or registration with any federal, state or municipal governmental agency, indicate such fact, the current status of such licensing or registration, and an explanation of any surrender, revocation, suspension or disciplinary proceedings in connection therewith.

(d) Whether or not such person has ever been convicted in a criminal proceeding (excluding minor traffic violations) during the last 10 years

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and, if so, give the date, nature of conviction, name and location of court, and penalty imposed or other disposition of the case.

Item 4. Nature, Source and Amount of Consideration

(a) Describe the nature, source and amount of funds or other considerations used or to be used in effecting the merger or other acquisition of control. If any part of the same is represented or is to be represented by funds or other consideration borrowed or otherwise obtained for the purpose of acquiring, holding or trading securities, furnish a description of the transaction, the names of the parties thereto, the relationship, if any, between the borrower and the lender, the amounts borrowed or to be borrowed, and copies of all agreements, promissory notes and security arrangements relating thereto.

(b) Explain the criteria used in determining the nature and amount of such consideration.

(c) If the source of the consideration is a loan made in the lender's ordinary course of business and if the applicant wishes the identity of the lender to remain confidential, he must specifically request that the identity be kept confidential.

Item 5. Future Plans of Insurer

Describe any plans or proposals which the applicant may have to declare an extraordinary dividend, to liquidate such insurer, to sell its assets to or merge or consolidate it with any person or persons or to make any other material change in its business operations or corporate structure or management.

Item 6. Securities to be Acquired

State the number of shares of the insurer's securities which the applicant, its affiliates and any person listed in Item 3 plan to acquire, and the terms of the offer, request, invitation, agreement or acquisition, and a statement as to the method by which the fairness of the proposal was arrived.

Item 7. Ownership of Securities

State the amount of each class of any security of the insurer which is beneficially owned or concerning which there is a right to acquire beneficial ownership by the applicant, its affiliates or any person listed in Item 3.

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Item 8. Contracts, Arrangements, or Understandings with Respect to Securities of the Insurer

Give a full description of any contracts, arrangements or understandings with respect to any security of the insurer in which the acquiring party listed in Item 3 is involved, including but not limited to transfer of any of the securities, joint ventures, loan or option arrangements, puts or calls, guarantees of loans, guarantees against loss or guarantees of profits, division of losses or profits, or the giving or withholding of proxies. Such description shall identify the persons with whom such contracts, arrangements or understandings have been entered into.

Item 9. Recent Purchases of Securities

Describe any purchases of any securities of the insurer by the acquiring party listed in Item 3 during the 12 calendar months preceding the filing of this statement. Include in such description the dates of purchase, the names of the purchasers, and the consideration paid or agreed to be paid therefor. State whether any such shares so purchased are hypothecated.

Item 10. Recent Recommendations to Purchase

Describe any recommendations to purchase any security of the insurer made by the acquiring party listed in Item 3, or by anyone based upon interviews or at the suggestion of the applicant, its affiliates or any person listed in Item 3 during the 12 calendar months preceding the filing of this statement.

Item 11. Agreements with Broker-Dealers

Describe the terms of any agreement, contract or understanding made with any broker-dealer as to solicitation of securities of the insurer for tender and the amount of any fees, commissions or other compensation to be paid to broker-dealers with regard thereto.

Item 12. Financial Statements and Exhibits

(a) Financial statements and exhibits shall be attached to this statement as an appendix, but list under this item the financial statements and exhibits so attached.

(b) The financial statements shall include the fully audited financial information of the persons identified in Item 2(c) for the preceding five fiscal years (or for such lesser period as such applicant and its affiliates and any predecessors thereof shall have been in existence), and similar

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information covering the period from the end of such person's last fiscal year, if such information is available. Such statements may be prepared on either an individual basis, or, unless the commissioner otherwise requires, on a consolidated basis if such consolidated statements are prepared in the usual course of business.

The annual financial statements of the applicant shall be accompanied by the certificate of an independent public accountant to the effect that such statements present fairly the financial position of the applicant and the results of its operations for the year then ended, in conformity with generally-accepted accounting principles or with requirements of insurance or other accounting principles prescribed or permitted under law. If the applicant is an insurer which is actively engaged in the business of insurance, the financial statements need not be certified, provided they are based on the annual statement of such person filed with the insurance department of the person's domiciliary state and are in accordance with the requirements of insurance or other accounting principles prescribed or permitted under the law and regulations of such state.

(c) File as exhibits copies of all tender offers for, requests or invitations for, tenders of, exchange offers for, and agreements to acquire or exchange any voting securities of the insurer and (if distributed) of additional soliciting materials relating thereto, any proposed employment, consultation, advisory or management contracts concerning the insurer, annual reports to the stockholders of the insurer and the applicant for the last two fiscal years, and any additional documents or papers required by Form A or Regulation Sections 4 and 6.

Item 13. Signature and Certification

Signature and certification required as follows:

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SIGNATURE

Pursuant to the requirements of Section 3 of the Act ____ has caused this application to be duly signed on its behalf in the City of _____ and State of _____ on the _____ day of _____, 19 ____.

(SEAL) _____
Name of Applicant

BY _____
(Name) (Title)

Attest:

(Signature of Officer)

(Title)

CERTIFICATION

The undersigned deposes and says that (s)he has duly executed the attached application dated _____, 19 ____, for and on behalf of _____

(Name of Applicant)

that (s)he is the _____ of such company

(Title of Officer)

that (s)he is authorized to execute and file such instrument. Deponent further says that (s)he is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of his/her knowledge, information and belief.

(Signature) _____

(Type or print name beneath) _____

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FORM B

INSURANCE HOLDING COMPANY SYSTEM ANNUAL
REGISTRATION STATEMENT

Filed with the Insurance Department of the
State of _____

BY

Name of Registrant

On Behalf of Following Insurance Companies

Name

Address

Date: _____, 19 ____

Name, title, address and telephone number of individual to whom
notices and correspondence concerning this statement should be ad-
dressed:

Item 1. Identity and Control of Registrant

Furnish the exact name of each insurer registering or being regis-
tered (hereinafter called the "registrant"), the home office address and
principal executive offices of each; the date on which each registrant
became part of the insurance holding company system; and the
method(s) by which control of each registrant was acquired and is
maintained.

Item 2. Organizational Chart

Furnish a chart or listing clearly presenting the identities of and
interrelationships among all affiliated persons within the insurance
holding company system. No affiliate need be shown if its total assets

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are equal to less than that amount specified in § 1005D of the total assets of the ultimate controlling person within the insurance holding company system. The chart or listing should show the percentage of each class of securities of each affiliate which is owned, directly or indirectly, by another affiliate. If control of any person within the system is maintained other than by the ownership or control of securities, indicate the basis of such control. As to each person specified in such chart or listing indicate the type of organization (e.g., corporation, trust, partnership) and the state or other jurisdiction of domicile.

Item 3. The Ultimate Controlling Person

As to the ultimate controlling person in the insurance holding company system furnish the following information:

- (a) name;
- (b) home office address;
- (c) principal executive office address;
- (d) the organizational structure of the person, e.g., corporation, partnership, individual, trust, etc.;
- (e) the principal business of the person;
- (f) the name and address of any person who holds or owns 10 percent or more of any class of voting security, the class of such security, the number of shares held of record or known to be beneficially owned, and the percentage of class so held or owned; and
- (g) if court proceedings involving a reorganization or liquidation are pending, indicate the title and location of the court, the nature of proceedings and the date when commenced.

Item 4. Biographical Information

Furnish the following information for the directors and executive officers of the ultimate controlling person: the individual's name and address, his or her principal occupation and all offices and positions held during the past five years, and any conviction of crimes other than minor traffic violations during the past 10 years.

Item 5. Transactions and Agreements

Briefly describe the following agreements in force; and transactions currently outstanding or which have occurred during the last calendar year between the registrant and its affiliates:

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(1) loans, other investments, or purchases, sales or exchanges of securities of the affiliates by the registrant or of the registrant by its affiliates;

(2) purchases, sales or exchanges of assets;

(3) transactions not in the ordinary course of business;

(4) guarantees or undertakings for the benefit of an affiliate which result in an actual contingent exposure of the registrant's assets to liability, other than insurance contracts entered into the ordinary course of the registrant's business;

(5) all management agreements, service contracts and all cost-sharing arrangements other than cost allocation arrangements based upon generally-accepted accounting principles;

(6) reinsurance agreements;

(7) dividends and other distributions to shareholders;

(8) consolidated tax allocation agreements; and

(9) any pledge of the registrant's stock and/or of the stock of any subsidiary or controlling affiliate, for a loan made to any member of the insurance holding company system.

Sales, purchases, exchanges, loans or extensions of credit, investments or guarantees involving the amounts specified in § 1005D or less of the registrant's admitted assets as of the thirty-first day of December next preceding shall not be deemed material.

The description shall be in a manner as to permit the proper evaluation thereof by the commissioner, and shall include at least the following: the nature and purpose of the transaction, the nature and amounts of any payments or transfers of assets between the parties, the identity of all parties to such transaction, and relationship of the affiliated parties to the registrant.

Item 6. Litigation or Administrative Proceedings

A brief description of any litigation or administrative proceedings of the following types, either then pending or concluded within the preceding fiscal year, to which the ultimate controlling person or any of its directors or executive officers was a party or of which the property of any such person is or was the subject; give the names of the parties and

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the court or agency in which such litigation or proceeding is or was pending:

(a) criminal prosecutions or administrative proceedings by any government agency or authority which may be relevant to the trustworthiness of any party thereto; and

(b) proceedings which may have a material effect upon the solvency or capital structure of the ultimate holding company including, but not necessarily limited to, bankruptcy, receivership or other corporate reorganizations.

Item 7. Financial Statements and Exhibits

(a) Financial statements and exhibits should be attached to this statement as an appendix, but list under this item the financial statements and exhibits so attached.

(b) The financial statements shall include the annual financial statements of the ultimate controlling person in the insurance holding company system as of the end of the person's latest fiscal year.

If at the time of the initial registration, the annual financial statements for the latest fiscal year are not available, annual statements for the previous fiscal year may be filed and similar financial information shall be filed for any subsequent period to the extent such information is available. Such financial statements may be prepared on either an individual basis, or unless the commissioner otherwise requires, on a consolidated basis if such consolidated statements are prepared in the usual course of business.

Item 8. Form C Required

A Form C, Summary of Registration Statement, must be prepared and filed with this Form B.

Item 9. Signature and Certification

Signature and certification required as follows:

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SIGNATURE

Pursuant to the requirements of § 1005 of the Act, the registrant has caused this annual registration statement to be duly signed on its behalf in the City of _____ and State of _____ on the _____ day of _____, 19 _____.

(SEAL) _____
Name of Registrant

BY _____
(Name) (Title)

Attest:

(Signature of Officer)

(Title)

CERTIFICATION

The undersigned deposes and says that (s)he has duly executed the attached annual registration statement dated _____, 19 _____. for and on behalf of _____; that (s)he is the _____ of such company and that (s)he is authorized to execute and file such instrument. Deponent further says that (s)he is familiar with such instrument and the contents thereof, and the facts therein set forth are true to the best of his/her knowledge, information and belief.

(Signature) _____

(Type or print name beneath) _____

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FORM C

SUMMARY OF REGISTRATION STATEMENT

Filed with the Insurance Department of

State of _____

BY

Name of Registrant

On Behalf of the Following Insurance Companies

Name

Address

Date: _____, 19 ____

Name, title, address and telephone number of individual to whom notices and correspondence concerning this statement should be addressed:

Furnish a brief description of all items in the current annual registration statement which represent changes from the prior year's annual registration statement. The description shall be in a manner as to permit the proper evaluation thereof by the commissioner, and shall include specific references to Item numbers in the annual registration statement and to the terms contained therein.

Changes occurring under Item 2 of Form B insofar as changes in the percentage of each class of voting securities held by each affiliate is concerned, need only be included where such changes are ones which result in ownership or holdings of 10 percent or more of voting securities, loss or transfer of control, or acquisition or loss of partnership interest.

Changes occurring under Item 4 of Form B need only be included

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where: an individual is, for the first time, made a director or executive officer of the ultimate controlling person; a director or executive officer terminates his or her responsibilities with the ultimate controlling person or in the event an individual is named president of the ultimate controlling person.

If a transaction disclosed on the prior year's annual registration statement has been changed, the nature of such change shall be included. If a transaction disclosed on the prior year's annual registration statement has been effectuated, furnish the mode of completion and any flow of funds between affiliates resulting from the transaction.

Signature and Certification

Signature and certification required as follows:

SIGNATURE

Pursuant to the requirements of § 1005 of the Act, the registrant has caused this summary of registration statement to be duly signed on its behalf in the City of _____ and the State of _____ on the day of _____, 19 ____.

(SEAL) _____
Name of Registrant

By _____
(Name) (Title)

Attest:

(Signature of Officer)

(Title)

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CERTIFICATION

The undersigned deposes and says that (s)he has duly executed the attached summary of registration statement dated _____, 19 _____, for and on behalf of _____ (Name of Company); that (s)he is the _____ (Title of Officer) of such company and that (s)he is authorized to execute and file such instrument. Depo-
nent further says that (s)he is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of his/her knowledge, information and belief.

(Signature) _____

(Type or print name beneath) _____

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